

ALBERTA SECURITIES COMMISSION

IN THE MATTER OF The Securities Act  
S.A. 1981, c. S-6.1, as amended (the "Act")

- and -

IN THE MATTER OF Steven Cochrane (the "Respondent")

**SETTLEMENT AGREEMENT AND UNDERTAKING**

1. INTRODUCTION

- 1.1. The Staff of the Alberta Securities Commission (the "Commission") conducted an investigation into allegations that the Respondent breached the requirements of the Act or rules pursuant to the Act (the "Rules"); and
- 1.2. The Executive Director and the Respondent have agreed to resolve the allegations against the Respondent in this matter based on the terms and conditions set out herein.

2. AGREED STATEMENT OF FACTS

- 2.1. At all material times, the Respondent was employed as a salesman with the registered dealer Levesque Securities Inc.;
- 2.2. during October of 1995, the Respondent purchased 140,000 shares in Battery World Inc. (the "Shares") by way of private placement at a price of \$.125 per share, for a total of \$17,500.00;
- 2.3. at the time of said purchase, Battery World Inc. was not a reporting issuer as that term is defined in the Act;
- 2.4. notwithstanding that the Shares were subject to an indefinite hold period, the Respondent sold 78,000 Shares to five individuals (the "Investors") in or around February 1996, at a price of \$0.35 per share when there was no exemption available for the distribution of such Shares;
- 2.5. by reason of the matters aforesaid, the Respondent has acted contrary to the Act.

3. SETTLEMENT TERMS

- 3.1. The Respondent hereby undertakes to the Executive Director that he will make himself aware of the requirements of the Act and that he will comply with the Act and the Rules in the future;
- 3.2. in order to facilitate compliance with the terms contained in paragraph 3.1 above, the Respondent hereby undertakes to the Executive Director that he will successfully complete the Securities Law course offered through the Canadian Securities Institute by no later than December 15, 1997;
- 3.3. the Respondent hereby undertakes to the Executive Director to refund the monies paid to the Respondent by the Investors, in a total amount of \$24,450.00;
- 3.4. the Respondent agrees to pay to the Commission at the time of execution of this Settlement Agreement and Undertaking the sum of \$1000.00 towards the costs of the investigation;
- 3.5. this Settlement Agreement and Undertaking resolves all matters described herein and Staff will take no further steps, including the initiation of any proceedings before the Commission in this regard; and
- 3.6. the Respondent waives any right he may have under the Act or otherwise, to a hearing, review, judicial review or appeal on the matters described herein.

"Original Signed By"  
Witness

"Original Signed By"  
STEVEN COCHRANE

Dated at Calgary, Alberta this 15<sup>th</sup>  
day of September, 1997

) ALBERTA SECURITIES COMMISSION  
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) "Original Signed By"

Ron D. Sczinski, C.A.  
Executive Director